Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation REINSCH PIERCE FAMILY FOUNDATION, INC.	**A** Employer identification number 56-2402165
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2040 COLUMBIA PIKE	**B** Telephone number 703-920-3600
City or town, state, and ZIP code ARLINGTON, VA 22204	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 12,044,262. **J** Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	495,732.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	324,032.	324,032.		STATEMENT 1
	4 Dividends and interest from securities	159,577.	159,577.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	180,639.			
	b Gross sales price for all assets on line 6a 4,882,227.				
	7 Capital gain net income (from Part IV, line 2)		180,639.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	1,159,980.	664,248.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	21.	0.		0.
	18 Taxes STMT 3	8,650.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	6,956.	1,691.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	15,627.	1,691.		0.
	25 Contributions, gifts, grants paid	443,624.			443,624.
	26 **Total expenses and disbursements** Add lines 24 and 25	459,251.	1,691.		443,624.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	700,729.			
	b **Net investment income** (if negative, enter -0-)		662,557.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	25,333.	102,402.	102,402.
	2	Savings and temporary cash investments	1,798,288.	1,812,316.	1,812,316.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S and state government obligations			
	b	Investments - corporate stock STMT 5	1,280,843.	1,155,022.	1,221,884.
	c	Investments - corporate bonds STMT 6	5,029,577.	5,049,690.	5,204,785.
	11	Investments - land buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	3,087,433.	3,682,220.	3,702,875.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	11,221,474.	11,801,650.	12,044,262.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ DISCOUNT ON BONDS)	144,696.	24,143.	
	23	**Total liabilities** (add lines 17 through 22)	144,696.	24,143.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	11,076,778.	11,777,507.	
	30	**Total net assets or fund balances**	11,076,778.	11,777,507.	
	31	**Total liabilities and net assets/fund balances**	11,221,474.	11,801,650.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,076,778.
2	Enter amount from Part I, line 27a	2	700,729.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,777,507.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,777,507.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY - SEE ATTACHED SCHEDULE	P	VARIOUS	12/31/12
b	MORGAN STANLEY - SEE ATTACHED SCHEDULE	P	VARIOUS	12/31/12
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,730,955.		1,450,030.	280,925.
b	3,150,123.		3,251,558.	<101,435.>
c	1,149.			1,149.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				280,925.
b				<101,435.>
c				1,149.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	180,639.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	450,945.	8,281,600.	.054451
2010	398,890.	5,866,332.	.067996
2009	345,002.	6,731,648.	.051251
2008	379,935.	7,426,588.	.051159
2007	330,000.	6,343,914.	.052018

2	**Total** of line 1, column (d)	2	.276875
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.055375
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,133,866.
5	Multiply line 4 by line 3	5	616,538.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,626.
7	Add lines 5 and 6	7	623,164.
8	Enter qualifying distributions from Part XII, line 4	8	443,624.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	13,251.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	13,251.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	13,251.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,800.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	60.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 8 ▶		9	4,511.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ LOLA C. REINSCH Telephone no. ▶ 703-920-3600			
	Located at ▶ 2040 COLUMBIA PIKE, ARLINGTON, VA ZIP+4 ▶ 22204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LOLA C. REINSCH 2040 COLUMBIA PIKE ARLINGTON, VA 22204	DIRECTOR, PRESIDENT 0.50	0.	0.	0.
PAUL F. NEFF 2040 COLUMBIA PIKE ARLINGTON, VA 22204	DIRECTOR, V.P. & TREAS. 0.50	0.	0.	0.
PAUL HILL 2040 COLUMBIA PIKE ARLINGTON, VA 22204	DIRECTOR, SECRETARY 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	11,298,378.
b	Average of monthly cash balances		1b	5,039.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,303,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	11,303,417.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	169,551.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,133,866.
6	**Minimum investment return** Enter 5% of line 5		6	556,693.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	556,693.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 13,251.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	13,251.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	543,442.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	543,442.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	543,442.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	443,624.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	443,624.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	443,624.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					543,442.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	22,987.				
b From 2008	15,920.				
c From 2009	15,460.				
d From 2010	111,941.				
e From 2011	45,651.				
f **Total** of lines 3a through e		211,959.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 443,624.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					443,624.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		99,818.			99,818.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		112,141.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		112,141.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	66,490.				
d Excess from 2011	45,651.				
e Excess from 2012					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE ATTACHED STATEMENT				443,624.
Total			▶ 3a	443,624.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					324,032.
4 Dividends and interest from securities					159,577.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					180,639.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	664,248.

13 **Total** Add line 12, columns (b), (d), and (e) 13 664,248.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INTEREST INCOME USED TO FUND CURRENT CHARITABLE DISTRIBUTIONS
4	DIVIDEND INCOME USED TO FUND CURRENT CHARITABLE DISTRIBUTIONS
8	INCOME FROM SALES OF SECURITIES USED TO FUND CHARITABLE DISTRIBUTIONS

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ POA | 11/5/13 | ▶ POA

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SIDNEY G. SIMMONDS	SIDNEY G. SIMMOND	11/05/13		P00089514

Firm's name ▶ SIMMONDS & KLIMA, LTD. | Firm's EIN ▶ 54-1396098

Firm's address ▶ 6045 WILSON BLVD., STE. 200
ARLINGTON, VA 22205 | Phone no. (703)533-0000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
REINSCH PIERCE FAMILY FOUNDATION, INC.	56-2402165

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
REINSCH PIERCE FAMILY FOUNDATION, INC.	56-2402165

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOLORES G. REINSCH 2009 CHARITABLE LEAD ANNUITY TRUST 2040 COLUMBIA PIKE ARLINGTON, VA 22204	$ 77,825.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	DOLORES G. REINSCH 2009 CHARITABLE LEAD ANNUITY TRUST 2 2040 COLUMBIA PIKE ARLINGTON, VA 22204	$ 246,235.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	DOLORES G. REINSCH 2003 CHARITABLE LEAD ANNUITY TRUST 2040 COLUMBIA PIKE ARLINGTON, VA 22204	$ 171,672.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
REINSCH PIERCE FAMILY FOUNDATION, INC.	56-2402165

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization: REINSCH PIERCE FAMILY FOUNDATION, INC.

Employer identification number: 56-2402165

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

REINSCH PIERCE FAMILY FOUNDATION, INC. 56-2402165

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COHEN & STEERS INTL REALTY	COST	507,553.	515,326.
AMERICAN CAPITAL INCOME BUILDER FD	COST	1,419,016.	1,324,051.
TVA	COST	0.	0.
AUSTRAILIAN GOVT	COST	0.	0.
AUSTRAILIAN GOVT	COST	0.	0.
WASH MUTUAL INV. FUND	COST	1,005,651.	1,106,795.
JP MORGAN EQUITY INCOME FUND A	COST	750,000.	756,703.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,682,220.	3,702,875.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MISCELLANEOUS	23.
MORGAN STANLEY	325,470.
MORGAN STANLEY ACCRUED INTEREST PAID	<19,900.>
MORGAN STANLEY OID	7,102.
MORGAN STANLEY OID	20.
MORGAN STANLEY OTHER PERIODIC INTEREST	1,685.
PEOPLES BANK	9,632.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	324,032.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	159,577.	0.	159,577.
MORGAN STANLEY CAP GAINS	1,149.	1,149.	0.
TOTAL TO FM 990-PF, PART I, LN 4	160,726.	1,149.	159,577.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE	25.	0.		0.
FEDERAL TAX	8,625.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,650.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORIEGN TAXES PAID ON INVESTMENTS	1,691.	1,691.		0.
ADMINISTRATIVE EXPENSES	77.	0.		0.
PROFESSIONAL FEES	5,147.	0.		0.
[illegible]	41.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,956.	1,691.		0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHEVRON	86,948.	108,140.
SIMON PROPERTY GROUP	220,615.	347,166.
FRANKLIN RISING DIVIDENDS	497,308.	558,271.
COHEN & STEERS QUAL INC REALTY	216,226.	91,572.
COHEN & STEERS INFRASTRUCTURE	89,249.	55,088.
DUKE ENERGY	12,187.	21,245.
FIRSTENERGY	14,397.	12,528.
SENIOR HOUSING PPTY TR	9,298.	14,184.
SPECTRA ENERGY	8,794.	13,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,155,022.	1,221,884.

FORM 990-PF — CORPORATE BONDS — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HSBC	0.	0.
HSBC	0.	0.
ALCOA	41,126.	43,146.
FORD MOTORS	50,680.	59,375.
GECC	0.	0.
GECC	46,880.	58,986.
GECC	0.	0.
GECC	0.	0.
JP MORGAN CHASE	0.	0.
GOLDMAN SACHS	0.	0.

PREMIUM ON BONDS	49,751.	59,751.
B, B & T	50,138.	63,670.
FPL GROUP	0.	0.
GOLDMAN SACHS	0.	0.
CITIGROUP	0.	0.
SUNTRUST	97,904.	108,645.
MS INFLATION NOTES	0.	0.
GMAC	86,906.	98,400.
ALABAMA POWER	53,576.	58,651.
ARCELORMITTAL	149,978.	149,570.
BANK OF AMERICA	107,220.	116,559.
BARCLAYS BANK	150,000.	146,081.
BARCLAYS BANK	0.	0.
CHASE MORTGAGE 2005	0.	0.
GECC	101,622.	103,319.
GECC	0.	0.
GECC	200,000.	211,570.
GECC	100,000.	110,917.
JP MORGAN CHASE	0.	0.
JPM RANGE ACCRUAL LINKED TO 6ML & SPX	925,000.	937,488.
JPMMT 2005	0.	0.
CITIGROUP	97,677.	105,983.
15NC1 STEP UP	0.	0.
FORD MOTORS	0.	0.
MERRILL LYNCH	105,448.	109,204.
MORGAN STANLEY	0.	0.
MORGAN STANLEY	0.	0.
MORGAN STANLEY	0.	0.
MORGAN STANLEY	0.	0.
NATIONAL RURAL UTILITIES	100,000.	99,292.
ROYAL BANK OF SCOTLAND	100,000.	99,499.
ROYAL BANK OF SCOTLAND	149,466.	174,146.
VERIZON	52,304.	62,810.
WELLS FARGO 7.98% FIXED TO 2018	225,830.	229,500.
BANK OF AMERICA DUE 2017	94,215.	93,924.
FORD MOTOR CREDIT 2/20/17	150,000.	149,141.
FORD MOTOR CREDIT 6/20/19	150,000.	149,061.
MORGAN STANLEY 10/15/2020	266,176.	264,533.
DOW CHEMICAL	100,000.	99,871.
MORGAN STANLEY 11/1/22	415,009.	414,156.
GOLDMAN SACHS 12/15/125	175,000.	170,765.
BARCLAYS BANK CALLABLE RANGE 4/26/27	150,000.	148,500.
TOYOTA MOTOR 9/19/27	130,602.	127,715.
TOYOTA MOTOR CREDIT 12/7/27	45,006.	44,179.
GECC 5/15/32	100,000.	96,753.
ARCELORMITTAL 10/15/39	232,176.	239,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,049,690.	5,204,785.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LOLA C. REINSCH
2040 COLUMBIA PIKE
ARLINGTON, VA 22204

TELEPHONE NUMBER

703-920-3600

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN, INCLUDE THE RECEPIENTS NAME ADDRESS AND CHARITABLE PURPOSE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

EIN: 56-2402165

PAID TO:	ADDRESS:	PAYMENT AMOUNT	CONTRIBUTION PURPOSE
The Studio Theatre	1501 14th St., NW Washington, DC 20005	$2,500.00	Support public arts programs
Bowen McCauley Dance	2016 N. Woodstock St., Arlington, VA 22207	$9,300.00	Support public arts programs
Pepperdine University	24255 Pacific Coast Highway Malibu, CA 90263	$1,000.00	Support public education.
Inova Health System Foundation	P. O. Box 96747 Washington, DC 20090	$1,000.00	Support Community Health Programs
Trust for the National Mall (The Women's Committee)	1300 Pennsylvania Ave., NW Suite 370 Washington, DC 20004	$200.00	Help preserve historical places
Signature Theater	4200 Campbell Ave., Arlington, VA 22206	$10,000.00	Support community arts programs.
Reston Bible Church	45650 Oakbrook Court, Sterling, VA 20166	$500.00	Support charitable activities
WETA	2775 S. Quincy Street, Arlington, VA 22206	$10,000.00	Support public arts programs
National Building Museum	401 F Street, NW Washington, DC 20001	$2,500.00	Help preserve historical places
Institute of World Politics	1521 16th Street, NW Washington, DC 20036	$1,000.00	Support International Charitable activities.
Arlington Community Foundation	818 N. Quincy St., Suite 103 Arlington, VA 22203	$4,250.00	Support charitable activities.
Arlington Philharmonic	P. O. Box 101103, Arlington, VA 22210	$500.00	Support community arts programs.

EIN: 56-2402165

PAID TO:	ADDRESS:	PAYMENT AMOUNT	CONTRIBUTION PURPOSE
Washington Ballet	3515 Wisconsin Avenue, NW Washington, DC 20007	$400.00	Support community arts programs
The Joy Fund	P. O. Box 2136, Norfolk, VA 23510	$200.00	Support mrdical research.
McLean Orchestra	P. O. Box 760 McLean, VA 22101	$5,176.00	Support community arts programs.
James Smithson Society	S. Dillion Ripley Center, MRC 712 Washington, DC 20013	$10,000.00	Support History research
Washington Internal Piano Arts Council	3862 Farrcroft Drive, Fairfax, VA 22030	$2,200.00	Support community arts programs.
Delta Gamma Foundation	3250 Riverside Drive, Columbus, OH 43221	$1,000.00	Support public interest activities
Ford's Theatre	514 Tenth Street, NW Washington, DC 20004	$20,000.00	Support public arts programs
Sovereign Order of St. John of Jerusalem	Westchester 4000 Cathedral #6288, Washington, DC 20016	$750.00	Support History research.
McLean Project for the Arts	1234 Ingleside Ave., McLean, VA 22101	$15,250.00	Support community arts programs.
William & Mary Tribe Club - Athletic Education Fund	P. O. Box 399 Williamsburg, VA 23189	$150.00	Support educaton programs.
Heritage Foundation	214 Massachusetts Ave., NE Washington, DC 20002	$3,750.00	Support charitable activities.
Phillips Collection	1600 21st. Street Washington, DC 2009	$7,000.00	Support Art programs
Fairfax Symphony Orchestra	3905 Railroad Ave., Suite 202N Fairfax, VA 22030	$500.00	Support community arts programs
Angels and Sparrows Soup Kitchen	P. O. Box 315 Huntersville, NC 28070	$500.00	Support Art programs

EIN: 56-2402165

PAID TO:	ADDRESS:	PAYMENT AMOUNT	CONTRIBUTION PURPOSE
Washington Ballet	3515 Wisconsin Avenue, NW Washington, DC 20007	$400.00	Support community arts programs
The Joy Fund	P. O. Box 2136, Norfolk, VA 23510	$200.00	Support mrdical research.
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Phillips Collection	1600 21st. Street Washington, DC 2009	$7,000.00	Support Art programs
Fairfax Symphony Orchestra	3905 Railroad Ave., Suite 202N Fairfax, VA 22030	$500.00	Support community arts programs
Angels and Sparrows Soup Kitchen	P. O. Box 315 Huntersville, NC 28070	$500.00	Support Art programs

EIN: 56-2402165

PAID TO:	ADDRESS	PAYMENT AMOUNT	CONTRIBUTION PURPOSE
Tudor Place Foundation, Inc.	1644 31st. Street, NW Washington, DC 20007	$910 00	Support charitable programs
Arena Stage	1101 6th Street, SW Washington, DC 20077	$3,150 00	Support arts programs
Boys and Girls Clubs of Greater Washington	4103 Benning Rd., NE Washington, DC 20019	$100 00	Promote Community Development.
National Gallery of Art	2000B South Club Drive Landover, MD 20785	$2,500.00	Support arts programs
Columbia Pike Revitalization Blues Festival	2909 Walter Reed Drive Arlington, VA 22204	$2,000.00	Historic restoration.
World Affairs Council	1200 18th St., NW, Suite 902 Washington, DC 20036	$500.00	Support World understanding
Virginia Hospital Center Foundation	1701 N. George Mason Drive Arlington, VA 22205	$75,000.00	Support efforts to prevent breast cancer.
Arlington Free Clinic	2921 11th Street S Arlington, VA 22204	$850.00	Support health care for poor people
Arlington Food Assistance Ctr.	2708 S. Nelson St., Arlington, VA 22207	$1,250.00	Assist needy people
Cathedral of St. Thomas More	3901 Cathedral Lane Arlington, VA 22204	$500.00	Support charitable activities
Commonwealth Circle	110 Smallwood Way Falls Church, VA 22046	$500.00	Support charitable activities
CATO Institute	1000 Massachusetts Ave , NW Washington, DC 20001	$5,000.00	Support free expression of thought in society.
Manhattan Institute for Policy Research	52 Vanderbilt Avenue New York, NY 10017	$1,000.00	Support strong public policy.
Joffrey Ballet	10 East Randolph Street Chicago, IL 60601	$500.00	Support public arts programs
So Others Might Eat	P. O. Box 96325 Washington, DC 20001	$500.00	Assist needy people

CONTRIBUTIONS - YEAR ENDED: 12/31/2012

EIN: 56-2402165

PAID TO:	ADDRESS.	PAYMENT AMOUNT	CONTRIBUTION PURPOSE
Us Against Alzheimers Network	1101 K Street, NW, Suite #400, Washington, DC 20005	$408.00	Support medical research
World Vision International	800 West Chesnut Avenue Monrovia, CA 91016	$500.00	Support charitable activities
St Jude Children's Research Hospital	262 Danny Thomas Place Memphis, TN 38105	$500.00	Support medical research
Opera Guild of Northern Virginia	4620 Lee Highway, Suite 212, Arlington, VA 22207	$250 00	Support public arts programs
Enough Is Enough	11250 Roger Bacon Drive, #19, Reston, VA 20190	$500.00	Help for people in need.
Maryland Public Television	11767 Owings Mills Boulevard, Ownings Mills, MD 21117	$400.00	Support charitable activities
Prevent Child Abuse	2211 Dickens Road, #204, Richmond, VA 23230	$250.00	Support Efforts to Protect Children.
Patrick Henry College	Ten Patrick Henry College Circle, Purcellville, VA 20132	$500.00	Support public arts programs
Robin Hood Foundation	826 Broadway, 9th Floor, New York, NY 10003	$500.00	Support charitable activities
Arlingtonians Ministering Emergency Needs	P. O. Box 7429, Arlington, VA 22207	$250.00	Help for people in need.
Georgia Tech Foundation, Inc	190 North Avenue, NW, Atlanta, GA 30313	$200.00	Support public arts programs
Teach For America, Inc	315 West 36th Street, New York, NY 10018	$5,000 00	Allen Tate Fun Day.
American Red Cross National Capital Area.	8550 Arlington Boulevard Fairfax, VA 22031	$10,000.00	Support relief efforts of Red Cross.
Various Contributions under $100		$2,020.00	
TOTAL 1/1/12 - 12/31/12 CONTRIBUTIONS:		$443,624.00	

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

REINSCH PIERCE FAM. FOUNDATION INC
ATTENTION: PAUL HILL
2040 COLUMBIA PIKE
ARLINGTON VA 22204-6236

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 56-2402165
Account Number: 642 070592 193

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ARCELORMITTAL 5750 21MH01	CUSIP: 03938LAU8	Symbol (Box 1d):							
	150,000.000	10/12/11	09/13/12	$142,608.75	$138,936.00	$0.00	$3,672.75	$0.00	
AUSTRALIAN GOVT 4500 14OCRG	CUSIP: Q0819AEY2	Symbol (Box 1d):							
	135,000.000	05/18/11	03/27/12	$143,412.09	$140,632.40	$0.00	$2,779.69	$0.00	
AUSTRALIAN GOVT 4500 20APRG	CUSIP: Q0819ADE7	Symbol (Box 1d):							
	245,000.000	05/18/11	02/06/12	$273,729.01	$250,298.85	$0.00	$23,430.16	$0.00	
BCS STEP UP NOTE 4000 *24MH02	CUSIP: 06738KS44	Symbol (Box 1d):							
	450,000.000	02/28/12	10/31/12	$444,388.50	$450,000.00	$0.00	($5,611.50)	$0.00	
CFI 3ML RNGE ACRL 7000 *26AP01	CUSIP: 1730T0LZ0	Symbol (Box 1d):							
	130,000.000		10/01/12	$130,000.00	$0.00	$0.00	$0.00	$0.00	
CHASE 2005-S2 A3 5500 *35OCRG	CUSIP: 16162WLP2	Symbol (Box 1d):							
	737.760		01/25/12	$737.76	$0.00	$0.00	$0.00	$0.00	PP
	153.990		02/25/12	$153.99	$0.00	$0.00	$0.00	$0.00	PP
	557.890		03/25/12	$557.89	$0.00	$0.00	$0.00	$0.00	PP
	707.830		04/25/12	$707.83	$0.00	$0.00	$0.00	$0.00	PP
	646.430		05/25/12	$646.43	$0.00	$0.00	$0.00	$0.00	PP
	265.250		06/25/12	$265.25	$0.00	$0.00	$0.00	$0.00	PP
	183.180		07/25/12	$183.18	$0.00	$0.00	$0.00	$0.00	PP
	163.660		08/25/12	$163.66	$0.00	$0.00	$0.00	$0.00	PP
	374.560		09/25/12	$374.56	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	3,790.550			$3,790.55	$0.00	$0.00	$0.00	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

REINSCH PIERCE FAM. FOUNDATION INC
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GOLDMAN SACHS 5250 21JL27	CUSIP: 38141GGQ1 Symbol (Box 1d):								
	210,000.000	02/13/12	12/28/12	$238,152.60	$213,615.45	$0.00	$24,537.15	$0.00	
GOLDMAN SACHS 5625 17JA15	CUSIP: 38141GEU4 Symbol (Box 1d):								
	100,000.000	03/17/11	02/13/12	$104,300.00	$106,878.56	$0.00	($2,578.56)	$0.00	
JPMMT 2005-S3 1A5 5750 *36JARG	CUSIP: 466247ZS5 Symbol (Box 1d):								
	768.790		01/25/12	$768.79	$0.00	$0.00	$0.00	$0.00	PP
	775.390		08/25/12	$775.39	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	**1,544.180**			**$1,544.18**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	
MORGAN STANLEY 5375 15OC15	CUSIP: 61746SBR9 Symbol (Box 1d):								
	75,000.000	10/18/11	02/06/12	$78,594.75	$73,961.25	$0.00	$4,633.50	$0.00	
MORGAN STANLEY 6000 14MY13	CUSIP: 61747YCF0 Symbol (Box 1d):								
	75,000.000	10/18/11	02/06/12	$79,083.00	$75,707.51	$0.00	$3,375.49	$0.00	
MS CPI LNKD NTE 4500 19DE15	CUSIP: 61745EY39 Symbol (Box 1d):								
	100,000.000		05/14/12	$91,284.50	$0.00	$0.00	$0.00	$0.00	
MSM 2005 7 7A1 5500 35NVRG	CUSIP: 61748HPL9 Symbol (Box 1d):								
	7.280		01/25/12	$7.28	$0.00	$0.00	$0.00	$0.00	PP
	7.320		02/25/12	$7.32	$0.00	$0.00	$0.00	$0.00	PP
	7.350		03/25/12	$7.35	$0.00	$0.00	$0.00	$0.00	PP
	7.380		04/25/12	$7.38	$0.00	$0.00	$0.00	$0.00	PP
	7.420		05/25/12	$7.42	$0.00	$0.00	$0.00	$0.00	PP
	7.450		06/25/12	$7.45	$0.00	$0.00	$0.00	$0.00	PP

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
MSM 2005 7 7A1 5500 35NVRG	7.490		07/25/12	$7.49	$0.00	$0.00	$0.00	$0.00	PP
	7.520		08/25/12	$7.52	$0.00	$0.00	$0.00	$0.00	PP
	7.550		09/25/12	$7.55	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	66.760			$66.76	$0.00	$0.00	$0.00	$0.00	
Total Short Term Noncovered Securities				**$1,730,954.69**	**$1,450,030.02**	**$0.00**	**$54,238.68**	**$0.00**	

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AMERICAN CAP INC BUILDER A	**CUSIP:** 140193103		**Symbol (Box 1d):** CAIBX						
	406.752	02/28/07	01/05/12	$20,000.00	$24,844.90	$0.00	($4,844.90)	$0.00	
AUSTRALIAN GOVT 4500 14OCRG	**CUSIP:** Q0819AEY2		**Symbol (Box 1d):**						
	100,000.000	05/18/11	06/20/12	$105,263.27	$103,798.65	$0.00	$1,464.62	$0.00	
BCS STEP UP 5125 *26FB25	**CUSIP:** 06738KBD2		**Symbol (Box 1d):**						
	450,000.000	02/18/11	02/27/12	$450,000.00	$450,000.00	$0.00	$0.00	$0.00	
CHASE 2005-S2 A3 5500 *35OCRG	**CUSIP:** 16162WLP2		**Symbol (Box 1d):**						
	40,000.000	09/20/05	09/13/12	$700.29	$742.68	$0.00	($42.39)	$0.00	
COHEN & STEERS INTL REALTY A	**CUSIP:** 19248H104		**Symbol (Box 1d):** IRFAX						
	1,961.081	02/28/07	07/05/12	$19,630.42	$37,674.01	$0.00	($18,043.59)	$0.00	
	2,534.423	05/09/07	07/05/12	$25,369.58	$52,692.48	$0.00	($27,322.90)	$0.00	

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Morgan Stanley

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Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
COHEN & STEERS INTL REALTY A	4,680.332	05/09/07	07/24/12	$46,335.24	$97,307.47	$0.00	($50,972.23)	$0.00	
	4,166.409	05/18/07	07/24/12	$41,247.41	$84,999.99	$0.00	($43,752.58)	$0.00	
	238.605	06/29/07	07/24/12	$2,362.19	$4,452.37	$0.00	($2,090.18)	$0.00	
	194.284	09/28/07	07/24/12	$1,923.41	$3,720.54	$0.00	($1,797.13)	$0.00	
	167.344	09/28/07	07/24/12	$1,656.70	$3,204.64	$0.00	($1,547.94)	$0.00	
	90.203	09/28/07	07/24/12	$893.01	$1,727.39	$0.00	($834.38)	$0.00	
	32.959	09/28/07	07/24/12	$326.29	$631.16	$0.00	($304.87)	$0.00	
	9,178.450	12/10/07	07/24/12	$90,866.56	$170,079.62	$0.00	($79,213.06)	$0.00	
	313.174	12/31/07	07/24/12	$3,100.42	$5,064.02	$0.00	($1,963.60)	$0.00	
	630.495	12/31/07	07/24/12	$6,241.89	$10,195.10	$0.00	($3,953.21)	$0.00	
	1,462.168	12/31/07	07/24/12	$14,475.45	$23,643.26	$0.00	($9,167.81)	$0.00	
	1,586.968	01/29/08	07/24/12	$15,710.97	$25,000.00	$0.00	($9,289.03)	$0.00	
	403.301	06/30/08	07/24/12	$3,992.68	$5,404.23	$0.00	($1,411.55)	$0.00	
	402.070	06/30/09	07/24/12	$3,980.49	$3,755.33	$0.00	$225.16	$0.00	
	4,038.825	12/17/09	07/24/12	$39,984.33	$41,397.96	$0.00	($1,413.63)	$0.00	
	1,395.837	01/11/10	07/24/12	$13,818.77	$15,010.50	$0.00	($1,191.73)	$0.00	
	6,046.023	01/11/10	07/24/12	$59,855.57	$64,994.75	$0.00	($5,139.18)	$0.00	
	1,013.202	06/30/10	07/24/12	$10,030.69	$9,260.67	$0.00	$770.02	$0.00	
	1,772.312	12/16/10	07/24/12	$17,545.87	$18,963.74	$0.00	($1,417.87)	$0.00	
	12,692.090	04/11/11	07/24/12	$125,652.06	$142,532.04	$0.00	($16,879.98)	$0.00	
Security Subtotal	**55,000.555**			**$545,000.00**	**$821,711.27**	**$0.00**	**($276,711.27)**	**$0.00**	
DUKE ENERGY CORP NEW		CUSIP: 26441C204	Symbol (Box 1d): DUK						
	0.333	03/18/04	06/29/12	$22.83	$13.02	$0.00	$9.81	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
FORD MOTOR CO 6625 28OC01	CUSIP: 345370BY5	Symbol (Box 1d):							
	400,000.000	12/12/11	12/28/12	$451,772.00	$424,542.19	$0.00	$27,229.81	$0.00	
FPL GROUP CAPITAL 7875 15DE15	CUSIP: 302570BC9	Symbol (Box 1d):							
	50,000.000	02/19/09	11/29/12	$59,153.00	$53,968.62	$0.00	$5,184.38	$0.00	
FRANKLIN RISING DIVIDENDS A	CUSIP: 353825102	Symbol (Box 1d): FRDPX							
	1,519.295	03/19/09	07/24/12	$54,026.12	$31,069.58	$0.00	$22,956.54	$0.00	
	9,729.299	10/25/10	07/24/12	$345,973.88	$310,851.01	$0.00	$35,122.87	$0.00	
Security Subtotal	**11,248.594**			**$400,000.00**	**$341,920.59**	**$0.00**	**$58,079.41**	**$0.00**	
GECC 4400 14AP15	CUSIP: 36966RX27	Symbol (Box 1d):							
	30,000.000	04/15/08	02/22/12	$31,303.91	$30,000.00	$0.00	$1,303.91	$0.00	
GECC 4750 13JL15	CUSIP: 36966RRB4	Symbol (Box 1d):							
	50,000.000	07/13/04	06/20/12	$51,724.00	$50,000.00	$0.00	$1,724.00	$0.00	
GECC 5625 18MY01	CUSIP: 36962G3U6	Symbol (Box 1d):							
	100,000.000	10/21/08	12/28/12	$117,611.00	$86,005.25	$0.00	$31,605.75	$0.00	
GEN ELEC CAP CORP 5000 16JA08	CUSIP: 36962GU69	Symbol (Box 1d):							
	50,000.000	10/21/08	11/29/12	$55,437.00	$43,765.13	$0.00	$11,671.87	$0.00	
GOLDMAN SACHS 6150 18AP01	CUSIP: 38141GFM1	Symbol (Box 1d):							
	100,000.000	10/21/08	02/13/12	$107,726.00	$87,905.25	$0.00	$19,820.75	$0.00	
HSBC FIN CORP 4050 15AP15	CUSIP: 40429XXE1	Symbol (Box 1d):							
	40,000.000	04/08/10	11/29/12	$41,583.50	$40,000.00	$0.00	$1,583.50	$0.00	

CONTINUED ON NEXT PAGE

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

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HSBC FINANCE CORP 5100 12AP15	**CUSIP:** 40429XRQ1	**Symbol (Box 1d):**							
	50,000.000	04/05/07	04/16/12	$50,000.00	$50,000.00	$0.00	$0.00	$0.00	
JP MORGAN CHASE 5875 16JN13	**CUSIP:** 48121CJN7	**Symbol (Box 1d):**							
	100,000.000	04/22/08	05/14/12	$110,344.00	$103,179.20	$0.00	$7,164.80	$0.00	
JPMMT 2005-S3 1A5 5750 *36JARG	**CUSIP:** 466247ZS5	**Symbol (Box 1d):**							
	50,000.000	12/19/05	09/13/12	$10,208.29	$12,978.60	$0.00	($2,770.31)	$0.00	
JPMORGAN CHASE 7.900 5-31-52	**CUSIP:** 46625HHA1	**Symbol (Box 1d):**							
	95,000.000	09/21/09	05/14/12	$103,859.75	$95,475.12	$0.00	$8,384.63	$0.00	
	25,000.000	10/21/09	05/14/12	$27,331.51	$25,618.79	$0.00	$1,712.72	$0.00	
	200,000.000	10/21/09	05/14/12	$218,652.11	$204,950.39	$0.00	$13,701.72	$0.00	
Security Subtotal	**320,000.000**			**$349,843.37**	**$326,044.30**	**$0.00**	**$23,799.07**	**$0.00**	
MORGAN ST CAP TR 6.600 10-15-6	**CUSIP:** 61750K208	**Symbol (Box 1d):**							
	1,000.000	10/05/06	09/13/12	$24,651.77	$25,000.00	$0.00	($348.23)	$0.00	
	200.000	10/05/06	09/13/12	$4,923.85	$5,000.00	$0.00	($76.15)	$0.00	
Security Subtotal	**1,200.000**			**$29,575.62**	**$30,000.00**	**$0.00**	**($424.38)**	**$0.00**	
MS STEP UP 5000 *25JN11	**CUSIP:** 61745EP21	**Symbol (Box 1d):**							
	45,000.000	11/30/10	11/29/12	$44,993.50	$45,562.00	$0.00	($568.50)	$0.00	
MSM 2005 7 7A1 5500 35NVRG	**CUSIP:** 61748HPL9	**Symbol (Box 1d):**							
	25,000.000	10/24/05	09/13/12	$17,861.78	$24,576.47	$0.00	($6,714.69)	$0.00	

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

REINSCH PIERCE FAM. FOUNDATION INC
ATTENTION: PAUL HILL
2040 COLUMBIA PIKE
ARLINGTON VA 22204-6236

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 56-2402165
Account Number: 642 070592 193

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
TENN VAL AUTH MTN 4100 *20AP15	CUSIP: 88059TFA4		Symbol (Box 1d):						
	100,000.000	04/08/10	04/16/12	$100,000.00	$100,000.00	$0.00	$0.00	$0.00	
Total Long Term Noncovered Securities				**$3,150,123.36**	**$3,251,558.12**	**$0.00**	**($101,434.76)**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$4,881,078.05**	**$4,701,588.14**	**$0.00**	**($47,196.08)**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$4,881,078.05**			
Total Cost or Other Basis (Box 3)		**$0.00**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

PP This represents a return of your investment. Please compare your cost basis for this principal payment with the amount of the payment. You may have a capital loss if your cost basis exceeds the principal received or ordinary income if your cost basis is less than the principal payment. Principal payments are reported on Form 8949, Sales and Other Dispositions of Capital Assets, of the tax return. Please consult your tax advisor.

AFFIDAVIT OF PUBLICATION

AD # 14719957

STATE OF VIRGINIA, COUNTY OF ARLINGTON to wit:

I hereby certify that on the 16th day of September, 2013, before me, the subscriber, CARL S. JOHNSON, a notary public, that the matters and facts set forth are true.

JUD ALMOND, who being duly sworn according to law, and oath says that he is an AUTHORIZED AGENT of THE WASHINGTON TIMES, L.L.C., publisher of

The Washington Times

Circulated daily, in the County of **ARLINGTON**, State of Virginia, and that the advertisement, of which the annexed is a true copy was published in said newspaper_4_time(s) on the following dates:

2013 AUGUST 26; SEPTEMBER 2, 9 & 16

Notice is hereby given that the annual report of Reinsch Pierce Family Foundation, Inc. for the calendar year 2012 is available for inspection on request of any citizen at its principal office, 2040 Columbia Pike, Arlington, VA, on any day of each week, except Saturdays, Sundays, and holidays, between the hours of 9:00 a.m. - 5:00 p.m., within 180 days after the date of this publication.
8/26,9/2,9&16 AD14719957

Total Cost $ 124.00 Dollars

As witness, my hand and notarial seal.

Notary Public

CARL S JOHNSON
NOTARY PUBLIC
PRINCE GEORGE'S COUNTY
MARYLAND
My Commission Expires: My Commission Expires Dec 13, 2016

NOTARY PUBLIC

Form **2848**
(Rev March 2012)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Type or print ▶ See the separate instructions.

OMB No 1545-0150

For IRS Use Only
Received by
Name ______
Telephone ______
Function ______
Date / /

Part I Power of Attorney

Caution: *A separate Form 2848 should be completed for each taxpayer Form 2848 will not be honored for any purpose other than representation before the IRS*

1 Taxpayer information Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address	Taxpayer identification number(s)	
REINSCH PIERCE FAMILY FOUNDATION, INC. 2040 COLUMBIA PIKE ARLINGTON, VA 22204	56-2402165	
	Daytime telephone number 703-920-3600	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	
SIDNEY G. SIMMONDS 6045 WILSON BLVD., SUITE 200 ARLINGTON, VA 22205-1546	CAF No. 5005-03348R PTIN P00089514 Telephone No. 703-533-0000 Fax No. 703-533-0142
Check if to be sent notices and communications ☐	Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address	CAF No. PTIN Telephone No. Fax No.
Check if to be sent notices and communications ☐	Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address	CAF No. PTIN Telephone No. Fax No
	Check if new: Address ☐ Telephone No. ☐ Fax No ☐

to represent the taxpayer before the Internal Revenue Service for the following matters:

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whisteblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
RETURN OF PRIVATE FOUNDATION	990PF	2012

4 Specific use not recorded on Centralized Authorization File (CAF) If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF** ▶ ☐

5 Acts authorized Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

☐ Disclosure to third parties; ☐ Substitute or add representative(s); ☐ Signing a return; ______

☐ Other acts authorized: ______ (see instructions for more information)

Exceptions An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230 A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230 See the line 5 instructions for restrictions on tax matters partners In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney: ______

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER**

Signature	Date	PRESIDENT Title (if applicable)

LOLA C. REINSCH Print Name	PIN Number	REINSCH PIERCE FAMILY FOUNDATION, INC. Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below

b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below

c Enrolled Agent - enrolled as an agent under the requirements of Circular 230.

d Officer - a bona fide officer of the taxpayer's organization.

e Full-Time Employee - a full-time employee of the taxpayer.

f Family Member - a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).

g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions**

i Registered Tax Return Preparer - registered as a tax return preparer under the requirements of section 10 4 of Circular 230 Your authority to practice before the Internal Revenue Service is limited You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions**

k Student Attorney or CPA - receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230 See instructions for Part II for additional information and requirements.

r Enrolled Retirement Plan Agent - enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10 3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE** See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation - Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information	Signature	Date
B	VIRGINIA	6344		